corporation. Non-compliance of the corporation in no way affects the validity of the existence of the corporation, *Rough* v. *Breitung,* 117 Mich. 48, 75 N. W. 147, and a corporate franchise granted by one state may not be revoked or annulled by the courts of another, *Merrick* v. *Van Santvoord,* supra. Hence it would appear that where a party has recognized the validity of the corporation by dealing with it as such knowingly he should be estopped from setting up its non-compliance with the registration requirements as a means to fasten a personal liability upon the stockholders of the company, unless there is a statute which strips the company of its corporate character. *Mandeville* v. *Courtwright,* supra. The above case was relied upon by the court in the principal case in coming to an opposite conclusion, but it should be noticed that it was expressly found that the plaintiff had no knowledge that she was dealing with a corporation, and that the court makes no comment in reviewing the instruction of the trial court that if the plaintiff dealt with the corporation with knowledge she would be estopped to deny its power to act, and would be precluded from holding the shareholders liable as partners. *Taylor* v. *Branham,* supra, the only other case concerning the liability of stockholders cited by the court in the principal case, is an unsatisfactory report and it is not clear on what circumstance the court rests its decision.

COUNTERCLAIM—WHEN BARRED IN EQUITY BY THE STATUTE OF LIMITATIONS.—Complainant was a stockholder in defendant corporation, and brought a bill in equity to compel payment of his dividends and a transfer of his stock to his vendee upon the defendant's books. The defendant in its cross-bill insisted that the plaintiff pay to the defendant a certain counterclaim, which, however, was barred by the Statute of Limitations. The lower court refused to give effect to the counterclair and allowed the complainant the relief sought. *Held,* this decree should be reversed and case remanded for new trial in which the counterclaim should be allowed. *United Cigarette Mach. Co.* v. *Brown* (Va. 1916), 89 S. E. 851.

In the principal case the defendant company had a lien on all its stock for the debts of the stockholders by virtue of a clause in the articles of incorporation. The fact that the Statute of Limitations has barred an action by the corporation on its claim will not destroy the lien upon the stock. *Brent* v. *Bank of Washington,* 10 Pet. 596, 9 L. Ed. 547; *Sproul* v. *Standard Plate Glass Co.,* 201 Pa. 103, 50 Atl. 1003; COOK, CORPORATIONS (7th Ed.), §527. The decision in the principal case might have been put on this ground alone. However, the court assigns as an additional reason for giving effect to the counterclaim, the principle of equity, sometimes expressed in the maxim, "He who seeks equity must do equity." If relief is granted on this theory, the existence of the defendant's lien is immaterial. In case the plaintiff brings an action at law, a counterclaim or set-off barred by the Statute of Limitations is inadmissible. *Taylor* v. *Gould,* 57 Pa. St. 152, WATERMAN, SET-OFF (2nd Ed.), §99. The rule is different in equity; if there is an equitable right to which the defendant is entitled, the court will make it a condition precedent to the granting of the relief sought by the

complainant that he should grant to the defendant such equitable relief even though there is no right at common law. This principle is applicable to cases in equity in which the Statute of Limitations has barred the debt or claim which the defendant seeks to use as a set-off. *Dewalsh* v. *Braman,* 160 Ill. 415, 43 N. E.; *Tracy* v. *Wheeler,* 15 N. D. 248, 107 N. W. 68. It would appear then that the counterclaim should be given effect in equity regardless of the lien of the defendant company.

CRIMINAL LAW—INDEFINITE SUSPENSION OF SENTENCE.—The accused, pleading guilty to an indictment for embezzlement, was sentenced to imprisonment in the penitentiary for five years, the shortest term which could be imposed upon him. At his request, the court ordered "that the execution of the sentence be, and it is hereby suspended during the good behavior of the defendant, and for the purpose of this case this term of this court is kept open for five years." *Held,* that mandamus should issue directing the judge to vacate the order of suspension, such issue to be stayed until the end of the term to give ample time for executive clemency or such other action as might be required to meet the situation. *Ex parte United States, Petitioner,* 37 Sup. Ct. 72.

To justify such indefinite suspension, it is necessary to find that a court has inherent judicial power to so act, either existing at common law or expressly given by statute. As there was no statute giving that power to the court acting in the principal case, the validity of its decision must rest upon common law principles. Decisions generally agree that a court has the power to suspend or stay the execution of a sentence temporarily, for a reasonable time, pending an appeal, to allow the defendant to move for a new trial, or for similar reasons, some of the holdings being based expressly on a common law right. However, there is a direct conflict as to the right of a court to suspend sentence indefinitely, the better rule and weight of authority apparently supporting the ruling of the principal case. For complete citation of authorities on both sides of the question see—14 L. R. A. 285, Note; 33 L. R. A. N. S. 112, Note; 39 L. R. A. N. S. 242, Note; L. R. A. 1915C 1169, Note.

EVIDENCE—NECESSITY FOR CORROBORATION IN DIVORCE ACTION.—Plaintiff sued his wife for divorce on the ground of adultery, his testimony showed clearly that he and his wife had been separated for more than four years because of his wife's open misconduct in living with one Preddie as Preddie's wife. The court said, "The testimony in this case, if believed, and I see no reason to doubt its truth, shows that the petitioner has a meritorious case," but there was no witness to corroborate the petitioner's statements, and the court refused a decree, saying, "It is an inflexible rule in this state that a divorce will not be granted upon uncorroborated testimony or admission of a party to the suit. Not only does this apply to the cause but to every element in the proofs necessary to sustain it." *Garrett* v. *Garrett* (N. J. 1916), 98 Atl. 848.

It was the practice in the Ecclesiastical Courts, the source of our common law of divorce, that no divorce could be granted on the uncorroborated con-